

ARTICLE C4.1 GOVERNMENT

C4.1.1 The affairs of the Society shall be managed by a Board of Governors which shall have full control of the activities of the Society, subject to the limitations of the Constitution and By-Laws, Society Policies and the laws of the State of New York. The voting members of the Board of Governors shall consist of at least twelve and not more than fourteen members-at-large, such members-at-large selected as follows:

- Twelve members-at-large elected from among the corporate members of the Society in the manner specified in C4.1.5 ("Elected Governors").
- In the discretion of the Board of Governors, up to two members-at-large, who need not be members of the Society, each appointed by the vote of a majority of the entire Board of Governors (each, an "Appointed Governor") upon their determination that the size of the Board of Governors may be fixed at thirteen or fourteen, as the case may be, to include a seat for the proposed appointee and that the proposed appointee has demonstrated substantial philanthropic support of the Society's mission and sustained engagement with the field of engineering.

The "entire Board of Governors," as such term is used in this Constitution, shall mean the total number of members-at-large entitled to vote which the Society would have if there were no vacancies. A seat vacated by an Appointed Governor, whether by expiration of his or her term, resignation, or otherwise, shall not be treated as a vacancy, and in such event, the size of the entire Board of Governors shall be fixed without regard to the seat until such time, if any, as the Board of Governors exercises its discretion under C4.1.1 to appoint a new Appointed Governor.

All members-at-large, whether elected or appointed, shall have the rights, privileges, and fiduciary duties granted or imposed by the laws of the State of New York.

The term of each member-at-large shall be three years, with the terms of four Elected Governors and an Appointed Governor, if any, beginning each year at the second Business Meeting of the fiscal year of the Society, at a time designated annually by the Board of Governors, thereby staggering the terms of the members-at-large in office as nearly equally as possible among the three classes.

All members-at-large shall be limited to one full term of service. Additional service as a member-at-large may occur after an interruption of one or more years or as a consecutive partial term.

The Executive Director/CEO shall be an *ex officio* member of the Board of Governors without vote.

- C4.1.2 The Officers of the Society shall consist of the President, the senior vice presidents, the Executive Director/CEO, the Secretary, Treasurer, and such others as the Board of Governors may appoint.
- C4.1.3 The President shall be appointed by the Board of Governors from among the seated Elected Governors. He or she shall be appointed for a term of one year.
- C4.1.4 A senior vice president shall be a corporate member of the Society who has reached at least the grade of Member. He or she shall serve a term of three years. Additional service as the same senior vice president may occur after an interruption of one or more years or following a partial term.
- C4.1.5 Successor members of the Board of Governors, except the Appointed Governors, shall be elected annually by the members present in person or represented by proxy at the first Business Meeting of each fiscal year.
- C4.1.6 Each Board of Governors at its first meeting shall appoint for one year a President, an Executive Director/CEO, a Secretary and a Treasurer, all of whom shall be corporate members of the Society who have reached at least the grade of Member. The Board of Governors may appoint an Appointed Governor to the extent authorized by C4.1.1. The Board of Governors may also appoint for one year an Assistant Secretary, a Chief Financial Officer and an Assistant Treasurer who shall be Officers of the Society.
- C4.1.7 The corporate membership of the Society shall elect annually a Nominating Committee whose duty shall be to select nominees for the position of Elected Governor. Such nominees shall be corporate members of the Society who have reached at least the grade of Member.
- C4.1.8 Other nominating committees having the same powers may be constituted by the membership of the Society.
- C4.1.9 The Board of Governors shall meet at such times as the Board of Governors may select, and at the call of the President. Except insofar as a greater proportion is required by law, a majority of the entire Board of Governors shall constitute a quorum.

- C4.1.10 The deposit, investment, and disbursement of all funds shall be subject to the direction of the Board of Governors.
- C4.1.11 The Society shall indemnify each person (or heirs, executors and administrators) made, and the Society may in the discretion of the Board of Governors indemnify each person (or heirs, executors and administrators) threatened to be made, a party to an action or proceeding (other than one by or in the right of the Society to procure a judgment in its favor), whether criminal or civil, by reason of serving or having served as a member of the Board of Governors or member of a sector, board or committee, or an Officer, or employee of the Society, or of another corporation or organization with which such person may serve or have served as such or as a trustee, at the request of the Society, or by reason of otherwise serving or having served as a nominee of the Society, against judgments, fines, amounts paid in settlement and reasonable expenses (including attorney's fees actually and necessarily incurred as a result of such action or proceeding, or any appeal therein) provided that such person acted in good faith for a purpose which is reasonably believed to be in the best interests of the Society and, in criminal actions, had no reasonable cause to believe that the conduct was unlawful. Such expenses shall include the cost of reasonable settlement made with a view to curtailment of litigation. The foregoing right of indemnification shall not be exclusive of other rights to which any such person may be entitled as a matter of law.